

**MEMO ENDORSED**

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July 9, 2013

Via Federal Express

Hon. William H. Pauley, III  
United States District Judge  
Daniel Patrick Moynihan United States Courthouse  
500 Pearl Street  
New York, NY 10007

Re: In re: Smith Barney Fund Transfer Agent Litigation  
05 Civ. 7583 (WHP)

Dear Judge Pauley:

Along with WeissLaw, LLP, we are co-lead counsel for Plaintiffs in the above-referenced certified class action ("Action").

On April 29, 2013, we informed the Court that the parties had reached an agreement-in-principle to resolve the Action and executed a memorandum of understanding ("MOU") that contained the material terms of a settlement (the "Settlement"). We write to update the Court as to the status of the Settlement and to request, pursuant to Rule 3 (A)(i) and (ii) of Your Honor's Individual Rules, a pre-motion conference seeking permission to file an unopposed motion for preliminary approval of the Settlement, including all Settlement documents and supporting papers thereof ("Preliminary Approval Motion").

Since the execution of the MOU, the parties have conducted confirmatory discovery and have been working towards consummating the Settlement, including preparing a formal Stipulation and Agreement of Settlement setting forth the full terms and conditions of the Settlement ("Stipulation"); developing an appropriate notice program and plan of allocation and distribution given the circumstances presented in the Action ("Plan of Allocation"); preparing publication and long-form notices and a claim form for dissemination to potential Class Members ("Notice" and "Claim Form"); and preparing proposed Orders for Preliminary Approval and Final Judgment ("Preliminary Approval Order" and "Final Order"). Plaintiffs have also been conducting a vetting process with regard to retention of a Claims Administrator.

The parties have exchanged numerous drafts of the Stipulation, Publication and Long-Form Notices, Claim Form, and Preliminary Approval and Final Orders, and hope to finalize all Settlement documents in the near future. As such, Plaintiffs anticipate being in

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a position to submit all Settlement documents and file an unopposed Preliminary Approval Motion with full papers in support thereof on or about July 23, 2013.

In light of the foregoing, the parties jointly request that the Court schedule a pre-motion conference at which time the Plaintiffs will seek permission to submit the unopposed Preliminary Approval Motion and request that the Court schedule a date and time for a hearing on said Motion.

Counsel for the parties are available if the Court should have any questions.

Respectfully,

  
Mark Levine

cc: Richard Morvillo, Esq. (all via email)  
Peter White, Esq.  
Jeffrey Robertson, Esq.  
Richard Acocelli, Esq.

Application granted. The Court  
will hold a conference July 26,  
2013 at 11:00 a.m.

SO ORDERED:

  
WILLIAM H. PAULEY III U.S.D.J.

7/18/13